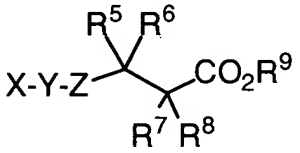
CLAIM AMENDMENTS

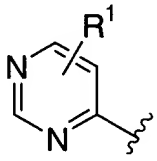
This listing of claims will replace all prior versions, and listings of claims in the application:

Claims 1-40 (Previously canceled)

Claim 41 (Currently Amended) A compound of the formula



wherein X is



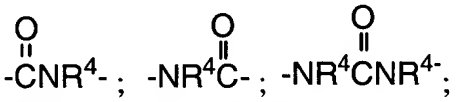
Y is selected from the group consisting of

$-(CH_2)_m-$,
$-(CH_2)_m-O-(CH_2)_n-$,
$-(CH_2)_m-NR^4-(CH_2)_n-$,
$-(CH_2)_m-S-(CH_2)_n-$,
$-(CH_2)_m-SO-(CH_2)_n-$,
$-(CH_2)_m-SO_2-(CH_2)_n-$,
$-(CH_2)_m-O-(CH_2)_n-O-(CH_2)_p-$,
$-(CH_2)_m-O-(CH_2)_n-NR^4-(CH_2)_p-$,
$-(CH_2)_m-NR^4-(CH_2)_n-NR^4-(CH_2)_p-$,
$-(CH_2)_m-O-(CH_2)_n-S-(CH_2)_p-$,
$-(CH_2)_m-S-(CH_2)_n-S-(CH_2)_p-$,
$-(CH_2)_m-NR^4-(CH_2)_n-S-(CH_2)_p-$,
$-(CH_2)_m-NR^4-(CH_2)_n-O-(CH_2)_p-$,
$-(CH_2)_m-S-(CH_2)_n-O-(CH_2)_p-$, and

$-(CH_2)_m-S-(CH_2)_n-NR^4-(CH_2)_p-$,

wherein any methylene (CH_2) carbon atom in Y, other than in R^4, can be substituted by one or two R^3 substituents;

Z is selected from the group consisting of



$-CH_2CH_2-$, and -CH=CH-, wherein either carbon atom can be substituted by one or two R^3 substituents;

R^1 and R^2 are each independently selected from the group consisting of

hydrogen, halogen, C_{1-10} alkyl, C_{3-8} cycloalkyl,
C_{3-8} cycloheteroalkyl, C_{3-8} cycloalkyl C_{1-6} alkyl,
C_{3-8} cycloheteroalkyl C_{1-6} alkyl, aryl, aryl C_{1-8} alkyl, amino,
amino C_{1-8} alkyl, C_{1-3} acylamino, C_{1-3} acylamino C_{1-8} alkyl,
$(C_{1-6}$ alkyl$)_p$amino, $(C_{1-6}$ alkyl$)_p$amino C_{1-8} alkyl,
C_{1-4} alkoxy, C_{1-4} alkoxy C_{1-6} alkyl, hydroxycarbonyl,
hydroxycarbonyl C_{1-6} alkyl, C_{1-3} alkoxycarbonyl,
C_{1-3} alkoxycarbonyl C_{1-6} alkyl, hydroxycarbonyl-
C_{1-6} alkyloxy, hydroxy, hydroxy C_{1-6} alkyl, C_{1-6} alkyloxy-
C_{1-6} alkyl, nitro, cyano, trifluoromethyl, trifluoromethoxy,
trifluoroethoxy, C_{1-8} alkyl-$S(O)_p$, $(C_{1-8}$alkyl$)_p$aminocarbonyl,
C_{1-8} alkyloxycarbonylamino, $(C_{1-8}$ alkyl$)_p$aminocarbonyloxy,
(aryl C_{1-8} alkyl$)_p$amino, $(aryl)_p$amino, aryl C_{1-8}
alkylsulfonylamino, and C_{1-8} alkylsulfonylamino;
or two R^1 substituents, when on the same carbon atom, are taken together with the carbon atom to which they are attached to form a carbonyl group;

each R^3 is independently selected from the group consisting of
hydrogen,

aryl,
C_{1-10} alkyl,
aryl-$(CH_2)_r$-O-$(CH_2)_s$-,
aryl-$(CH_2)_r S(O)_p$-$(CH_2)_s$-,
aryl-$(CH_2)_r$-C(O)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-C(O)-N(R^4)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-N(R^4)-C(O)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-N(R^4)-$(CH_2)_s$-,
halogen,
hydroxyl,
oxo,
trifluoromethyl,
C_{1-8} alkylcarbonylamino,
aryl C_{1-5} alkoxy,
C_{1-5} alkoxycarbonyl,
(C_{1-8} alkyl)$_p$aminocarbonyl,
C_{1-6} alkylcarbonyloxy,
C_{3-8} cycloalkyl,
(C_{1-6} alkyl)$_p$amino,
amino C_{1-6} alkyl,
arylaminocarbonyl,
aryl C_{1-5} alkylaminocarbonyl,
aminocarbonyl,
aminocarbonyl C_{1-6} alkyl,
hydroxycarbonyl,
hydroxycarbonyl C_{1-6} alkyl,
HC≡C-$(CH_2)_t$-,
C_{1-6} alkyl-C≡C-$(CH_2)_t$-,
C_{3-7} cycloalkyl-C≡C-$(CH_2)_t$-,
aryl-C≡C-$(CH_2)_t$-,
C_{1-6} alkylaryl-C≡C-$(CH_2)_t$-,
CH_2=CH-$(CH_2)_t$-,
C_{1-6} alkyl-CH=CH-$(CH_2)_t$-,
C_{3-7} cycloalkyl-CH=CH-$(CH_2)_t$-,

aryl-CH=CH-$(CH_2)_t$-,
C_{1-6} alkylaryl-CH=CH-$(CH_2)_t$-,
C_{1-6} alkyl-SO_2-$(CH_2)_t$-,
C_{1-6} alkylaryl-SO_2-$(CH_2)_t$-,
C_{1-6} alkoxy,
aryl C_{1-6} alkoxy,
aryl C_{1-6} alkyl,
$(C_{1-6}$ alkyl$)_p$amino C_{1-6} alkyl,
$(aryl)_p$amino,
$(aryl)_p$amino C_{1-6} alkyl,
(aryl C_{1-6} alkyl$)_p$amino,
(aryl C_{1-6} alkyl$)_p$amino C_{1-6} alkyl,
arylcarbonyloxy,
aryl C_{1-6} alkylcarbonyloxy,
$(C_{1-6}$ alkyl$)_p$aminocarbonyloxy,
C_{1-8} alkylsulfonylamino,
arylsulfonylamino,
C_{1-8} alkylsulfonylamino C_{1-6} alkyl,
arylsulfonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonylamino,
aryl C_{1-6} alkylsulfonylamino C_{1-6} alkyl,
C_{1-8} alkoxycarbonylamino,
C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
aryloxycarbonylamino C_{1-8} alkyl,
aryl C_{1-8} alkoxycarbonylamino,
aryl C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
C_{1-8} alkylcarbonylamino,
C_{1-8} alkylcarbonylamino C_{1-6} alkyl,
arylcarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonylamino,
aryl C_{1-6} alkylcarbonylamino C_{1-6} alkyl,
aminocarbonylamino C_{1-6} alkyl,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino C_{1-6} alkyl,

(aryl)$_p$aminocarbonylamino C_{1-6} alkyl,
(aryl C_{1-8} alkyl)$_p$aminocarbonylamino,
(aryl C_{1-8} alkyl)$_p$aminocarbonylamino C_{1-6} alkyl,
aminosulfonylamino C_{1-6} alkyl,
(C_{1-8} alkyl)$_p$aminosulfonylamino,
(C_{1-8} alkyl)$_p$aminosulfonylamino C_{1-6} alkyl,
(aryl)$_p$aminosulfonylamino C_{1-6} alkyl,
(aryl C_{1-8} alkyl)$_p$aminosulfonylamino,
(aryl C_{1-8} alkyl)$_p$aminosulfonylamino C_{1-6} alkyl,
C_{1-6} alkylsulfonyl,
C_{1-6} alkylsulfonyl C_{1-6} alkyl,
arylsulfonyl C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonyl,
aryl C_{1-6} alkylsulfonyl C_{1-6} alkyl,
C_{1-6} alkylcarbonyl,
C_{1-6} alkylcarbonyl C_{1-6} alkyl,
arylcarbonyl C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonyl,
aryl C_{1-6} alkylcarbonyl C_{1-6} alkyl,
C_{1-6} alkylthiocarbonylamino,
C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
arylthiocarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylthiocarbonylamino,
aryl C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
(C_{1-8} alkyl)$_p$aminocarbonyl C_{1-6} alkyl,
(aryl)$_p$aminocarbonyl C_{1-6} alkyl,
(aryl C_{1-8} alkyl)$_p$aminocarbonyl, and
(aryl C_{1-8} alkyl)$_p$aminocarbonyl C_{1-6} alkyl;

or two R^3 substituents, when on the same carbon atom are taken together with the carbon atom to which they are attached to form a carbonyl group or a cyclopropyl group,

wherein any of the alkyl groups of R^3 are either unsubstituted or substituted with one to three R^1 substituents, and provided that each R^3 is selected such that in the resultant compound the carbon atom or atoms to which R^3 is attached is itself attached to no more than one heteroatom;

each R^4 is independently selected from the group consisting of

hydrogen,
aryl,
aminocarbonyl,
C_{3-8} cycloalkyl,
amino C_{1-6} alkyl,
$(aryl)_p$aminocarbonyl,
$(aryl\ C_{1-5}\ alkyl)_p$aminocarbonyl,
hydroxycarbonyl C_{1-6} alkyl,
C_{1-8} alkyl,
aryl C_{1-6} alkyl,
$(C_{1-6}\ alkyl)_p$amino C_{2-6} alkyl,
$(aryl\ C_{1-6}\ alkyl)_p$amino C_{2-6} alkyl,
C_{1-8} alkylsulfonyl,
C_{1-8} alkoxycarbonyl,
aryloxycarbonyl,
aryl C_{1-8} alkoxycarbonyl,
C_{1-8} alkylcarbonyl,
arylcarbonyl,
aryl C_{1-6} alkylcarbonyl,
$(C_{1-8}\ alkyl)_p$aminocarbonyl,
aminosulfonyl,
C_{1-8} alkylaminosulfonyl,
$(aryl)_p$aminosulfonyl,
$(aryl\ C_{1-8}\ alkyl)_p$aminosulfonyl,
arylsulfonyl,
arylC1-6 alkylsulfonyl,
C_{1-6} alkylthiocarbonyl,
arylthiocarbonyl, and
aryl C_{1-6} alkylthiocarbonyl,

wherein any of the alkyl groups of R^4 are either unsubstituted or substituted with one to three R^1 substituents;

R^5 and R^6 are each independently selected from the group consisting of

hydrogen,
C_{1-10} alkyl,
aryl,
aryl-$(CH_2)_r$-O-$(CH_2)_s$-,
aryl-$(CH_2)_r S(O)_p$-$(CH_2)_s$-,
aryl-$(CH_2)_r$-C(O)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-C(O)-N(R^4)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-N(R^4)-C(O)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-N(R^4)-$(CH_2)_s$-,
halogen,
hydroxyl,
C_{1-8} alkylcarbonylamino,
aryl C_{1-5} alkoxy,
C_{1-5} alkoxycarbonyl,
(C_{1-8} alkyl)$_p$aminocarbonyl,
C_{1-6} alkylcarbonyloxy,
C_{3-8} cycloalkyl,
(C_{1-6} alkyl)$_p$amino,
amino C_{1-6} alkyl,
arylaminocarbonyl,
aryl C_{1-5} alkylaminocarbonyl,
aminocarbonyl,
aminocarbonyl C_{1-6} alkyl,
hydroxycarbonyl,
hydroxycarbonyl C_{1-6} alkyl,
HC≡C-$(CH_2)_t$-,
C_{1-6} alkyl-C≡C-$(CH_2)_t$-,
C_{3-7} cycloalkyl-C≡C-$(CH_2)_t$-,
aryl-C≡C-$(CH_2)_t$-,
C_{1-6} alkylaryl-C≡C-$(CH_2)_t$-,
CH_2=CH-$(CH_2)_t$-,
C_{1-6} alkyl-CH=CH-$(CH_2)_t$-,
C_{3-7} cycloalkyl-CH=CH-$(CH_2)_t$-,

aryl-CH=CH-$(CH_2)_t$-,
C_{1-6} alkylaryl-CH=CH-$(CH_2)_t$-,
C_{1-6} alkyl-SO_2-$(CH_2)_t$-,
C_{1-6} alkylaryl-SO_2-$(CH_2)_t$-,
C_{1-6} alkoxy,
aryl C_{1-6} alkoxy,
aryl C_{1-6} alkyl,
$(C_{1-6}$ alkyl$)_p$amino C_{1-6} alkyl,
$(aryl)_p$amino,
$(aryl)_p$amino C_{1-6} alkyl,
(aryl C_{1-6} alkyl$)_p$amino,
(aryl C_{1-6} alkyl$)_p$amino C_{1-6} alkyl,
arylcarbonyloxy,
aryl C_{1-6} alkylcarbonyloxy,
$(C_{1-6}$ alkyl$)_p$aminocarbonyloxy,
C_{1-8} alkylsulfonylamino,
arylsulfonylamino,
C_{1-8} alkylsulfonylamino C_{1-6} alkyl,
arylsulfonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonylamino,
aryl C_{1-6} alkylsulfonylamino C_{1-6} alkyl,
C_{1-8} alkoxycarbonylamino,
C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
aryloxycarbonylamino C_{1-8} alkyl,
aryl C_{1-8} alkoxycarbonylamino,
aryl C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
C_{1-8} alkylcarbonylamino,
C_{1-8} alkylcarbonylamino C_{1-6} alkyl,
arylcarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonylamino,
aryl C_{1-6} alkylcarbonylamino C_{1-6} alkyl,
aminocarbonylamino C_{1-6} alkyl,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino C_{1-6} alkyl,

$(aryl)_p$aminocarbonylamino C_{1-6} alkyl,
$(aryl\ C_{1-8}\ alkyl)_p$aminocarbonylamino,
$(aryl\ C_{1-8}\ alkyl)_p$aminocarbonylamino C_{1-6} alkyl,
aminosulfonylamino C_{1-6} alkyl,
$(C_{1-8}\ alkyl)_p$aminosulfonylamino,
$(C_{1-8}\ alkyl)_p$aminosulfonylamino C_{1-6} alkyl,
$(aryl)_p$aminosulfonylamino C_{1-6} alkyl,
$(aryl\ C_{1-8}\ alkyl)_p$aminosulfonylamino,
$(aryl\ C_{1-8}\ alkyl)_p$aminosulfonylamino C_{1-6} alkyl,
C_{1-6} alkylsulfonyl,
C_{1-6} alkylsulfonyl C_{1-6} alkyl,
arylsulfonyl C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonyl,
aryl C_{1-6} alkylsulfonyl C_{1-6} alkyl,
C_{1-6} alkylcarbonyl,
C_{1-6} alkylcarbonyl C_{1-6} alkyl,
arylcarbonyl C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonyl,
aryl C_{1-6} alkylcarbonyl C_{1-6} alkyl,
C_{1-6} alkylthiocarbonylamino,
C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
arylthiocarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylthiocarbonylamino,
aryl C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
$(C_{1-8}\ alkyl)_p$aminocarbonyl C_{1-6} alkyl,
$(aryl)_p$aminocarbonyl C_{1-6} alkyl,
$(aryl\ C_{1-8}\ alkyl)_p$aminocarbonyl, and
$(aryl\ C_{1-8}\ alkyl)_p$aminocarbonyl C_{1-6} alkyl;

or R^5 and R^6 are taken together with the carbon atom to which they are attached to form a carbonyl group,

wherein any of the alkyl groups of R^5 or R^6 are either unsubstituted or substituted with one to three R^1 substituents, and provided that each R^5 and R^6 are selected such that in the resultant compound the carbon atom to which R^5 and R^6 are attached is itself attached to no more than one heteroatom;

R^7 and R^8 are each independently selected from the group consisting of

hydrogen,
C_{1-10} alkyl,
aryl,
aryl-$(CH_2)_r$-O-$(CH_2)_s$-,
aryl-$(CH_2)_r S(O)_p$-$(CH_2)_s$-,
aryl-$(CH_2)_r$-C(O)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-C(O)-N(R^4)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-N(R^4)-C(O)-$(CH_2)_s$-,
aryl-$(CH_2)_r$-N(R^4)-$(CH_2)_s$-,
halogen,
hydroxyl,
C_{1-8} alkylcarbonylamino,
aryl C_{1-5} alkoxy,
C_{1-5} alkoxycarbonyl,
(C_{1-8} alkyl)$_p$aminocarbonyl,
C_{1-6} alkylcarbonyloxy,
C_{3-8} cycloalkyl,
(C_{1-6} alkyl)$_p$amino,
amino C_{1-6} alkyl,
arylaminocarbonyl,
aryl C_{1-5} alkylaminocarbonyl,
aminocarbonyl,
aminocarbonyl C_{1-6} alkyl,
hydroxycarbonyl,
hydroxycarbonyl C_{1-6} alkyl,
HC≡C-$(CH_2)_t$-,
C_{1-6} alkyl-C≡C-$(CH_2)_t$-,
C_{3-7} cycloalkyl-C≡C-$(CH_2)_t$-,
aryl-C≡C-$(CH_2)_t$-,
C_{1-6} alkylaryl-C≡C-$(CH_2)_t$-,
CH_2=CH-$(CH_2)_t$-,
C_{1-6} alkyl-CH=CH-$(CH_2)_t$-,
C_{3-7} cycloalkyl-CH=CH-$(CH_2)_t$-,

aryl-CH=CH-$(CH_2)_t$-,
C_{1-6} alkylaryl-CH=CH-$(CH_2)_t$-,
C_{1-6} alkyl-SO_2-$(CH_2)_t$-,
C_{1-6} alkylaryl-SO_2-$(CH_2)_t$-,
C_{1-6} alkoxy,
aryl C_{1-6} alkoxy,
aryl C_{1-6} alkyl,
$(C_{1-6}$ alkyl$)_p$amino C_{1-6} alkyl,
$(aryl)_p$amino,
$(aryl)_p$amino C_{1-6} alkyl,
(aryl C_{1-6} alkyl$)_p$amino,
(aryl C_{1-6} alkyl$)_p$amino C_{1-6} alkyl,
arylcarbonyloxy,
aryl C_{1-6} alkylcarbonyloxy,
$(C_{1-6}$ alkyl$)_p$aminocarbonyloxy,
C_{1-8} alkylsulfonylamino,
arylcarbonylamino,
arylsulfonylamino,
C_{1-8} alkylsulfonylamino C_{1-6} alkyl,
arylsulfonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonylamino,
aryl C_{1-6} alkylsulfonylamino C_{1-6} alkyl,
C_{1-8} alkoxycarbonylamino,
C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
aryloxycarbonylamino C_{1-8} alkyl,
aryl C_{1-8} alkoxycarbonylamino,
aryl C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
C_{1-8} alkylcarbonylamino C_{1-6} alkyl,
arylcarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonylamino,
aryl C_{1-6} alkylcarbonylamino C_{1-6} alkyl,
aminocarbonylamino C_{1-6} alkyl,
arylaminocarbonylamino,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino,

$(C_{1-8}$ alkyl$)_p$aminocarbonylamino C_{1-6} alkyl,
$(aryl)_p$aminocarbonylamino C_{1-6} alkyl,
(aryl C_{1-8} alkyl$)_p$aminocarbonylamino,
(aryl C_{1-8} alkyl$)_p$aminocarbonylamino C_{1-6} alkyl,
aminosulfonylamino C_{1-6} alkyl,
$(C_{1-8}$ alkyl$)_p$aminosulfonylamino,
$(C_{1-8}$ alkyl$)_p$aminosulfonylamino C_{1-6} alkyl,
$(aryl)_p$aminosulfonylamino C_{1-6} alkyl,
(aryl C_{1-8} alkyl$)_p$aminosulfonylamino,
(aryl C_{1-8} alkyl$)_p$aminosulfonylamino C_{1-6} alkyl,
C_{1-6} alkylsulfonyl,
C_{1-6} alkylsulfonyl C_{1-6} alkyl,
arylsulfonyl C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonyl,
aryl C_{1-6} alkylsulfonyl C_{1-6} alkyl,
C_{1-6} alkylcarbonyl,
C_{1-6} alkylcarbonyl C_{1-6} alkyl,
arylcarbonyl C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonyl,
aryl C_{1-6} alkylcarbonyl C_{1-6} alkyl,
C_{1-6} alkylthiocarbonylamino,
C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
arylthiocarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylthiocarbonylamino,
aryl C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
$(C_{1-8}$ alkyl$)_p$aminocarbonyl C_{1-6} alkyl,
$(aryl)_p$aminocarbonyl C_{1-6} alkyl,
(aryl C_{1-8} alkyl$)_p$aminocarbonyl,
(aryl C_{1-8} alkyl$)_p$aminocarbonyl C_{1-6} alkyl, and
C_{7-20} polycyclyl C_{0-8} alkylsulfonylamino,

wherein any of the alkyl groups of $R^7$and R^8 are either unsubstituted or substituted with one to three R^1 substituents, and provided that each $R^7$and R^8 are selected such that in the resultant compound the carbon atom to which R^7 and R^8 are attached is itself attached to no more than one heteroatom;

R^9 is selected from the group consisting of

hydrogen,
C_{1-8} alkyl,
aryl,
aryl C_{1-8} alkyl,
C_{1-8} alkylcarbonyloxy C_{1-4} alkyl,
aryl C_{1-8} alkylcarbonyloxy C_{1-4} alkyl,
C_{1-8} alkylaminocarbonylmethylene, and
C_{1-8} dialkylaminocarbonylmethylene;

wherein
each m is independently an integer from 0 to 6;
each n is independently an integer from 0 to 6;
each p is independently an integer from 0 to 2;
each r is independently an integer from 1 to 3;
each s is independently an integer from 0 to 3; and
each t is independently an integer from 0 to 3;
provided that when Y is $-(CH_2)_m-$ and m is 0, then at least one of R^5-R^9 is other than a hydrogen;
and the pharmaceutically acceptable salts thereof.

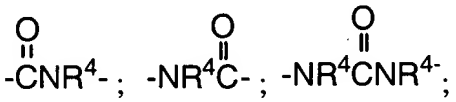
Claim 42 (Previously Amended) The compound of Claim 41 wherein Y is selected from the group consisting of

$-(CH_2)_m-$,
$-(CH_2)_m-O-(CH_2)_n-$,
$-(CH_2)_m-NR^4-(CH_2)_n-$,
$-(CH_2)_m-S-(CH_2)_n-$,
$-(CH_2)_m-SO-(CH_2)_n-$,
$-(CH_2)_m-SO_2-(CH_2)_n-$,
$-(CH_2)_m-O-(CH_2)_n-O-(CH_2)_p-$,
$-(CH_2)_m-O-(CH_2)_n-NR^4-(CH_2)_p-$,
$-(CH_2)_m-NR^4-(CH_2)_n-NR^4-(CH_2)_p-$, and

$-(CH_2)_m-NR^4-(CH_2)_n-O-(CH_2)_p-$,

wherein any methylene (CH_2) carbon atom in Y, other than in R^4, can be substituted by one or two R^3 substituents;

and Z is selected from the group consisting of



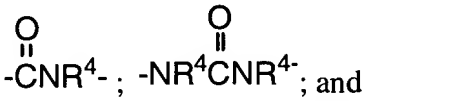
-CH$_2$CH$_2$-, and -CH=CH-, wherein either carbon atom can be substituted by one or two R^3 substituents.

Claim 43 (Previously Amended) The compound of Claim 42 wherein Y is selected from the group consisting of

$(CH_2)_m$, $(CH_2)_m-S-(CH_2)_n$, and $(CH_2)_m-NR^4-(CH_2)_n$,

wherein any methylene (CH_2) carbon atom in Y, other than in R^4, can be substituted by one or two R^3 substituents;

and Z is selected from the group consisting of



-CH$_2$CH$_2$-, wherein either carbon atom can be substituted by one or two R^3 substituents.

Claim 44 (Original) The compound of Claim 43 wherein each R^3 is independently selected from the group consisting of

hydrogen,
fluoro,
trifluoromethyl,
aryl,
C_{1-8} alkyl,

arylC$_{1-6}$ alkyl
hydroxyl,
oxo,
arylaminocarbonyl,
aryl C$_{1-5}$ alkylaminocarbonyl,
aminocarbonyl, and
aminocarbonyl C$_{1-6}$ alkyl;

and each R^4 is independently selected from the group consisting of
hydrogen,
aryl,
C$_{3-8}$ cycloalkyl,
C$_{1-8}$ alkyl,
C$_{1-8}$ alkylcarbonyl,
arylcarbonyl,
C$_{1-6}$ alkylsulfonyl,
arylsulfonyl,
arylC$_{1-6}$alkylsulfonyl,
arylC$_{1-6}$alkylcarbonyl,
C$_{1-8}$alkylaminocarbonyl,
arylC$_{1-5}$alkylaminocarbonyl,
arylC$_{1-8}$alkoxycarbonyl, and
C$_{1-8}$alkoxycarbonyl.

Claim 45 (Original) The compound of Claim 44 wherein R^6, R^7, and R^8 are each hydrogen and R^5 is selected from the group consisting of
hydrogen,
aryl,
C$_{1-8}$ alkyl,
aryl-C≡C-(CH$_2$)$_t$-,
aryl C$_{1-6}$ alkyl,
CH$_2$=CH-(CH$_2$)$_t$-, and
HC≡C-(CH$_2$)$_t$-.

Claim 46 (Original) The compound of Claim 45 wherein R^9 is selected from the group consisting of hydrogen, methyl, and ethyl.

Claim 47 (Original) The compound of Claim 46 wherein R^9 is hydrogen.

Claim 48 (Original) The compound of Claim 44 wherein R^5, R^6, and R^8 are each hydrogen and R^7 is selected from the group consisting of

hydrogen,
aryl,
C_{1-8} alkylcarbonylamino,
C_{1-8} alkylsulfonylamino,
arylcarbonylamino,
arylsulfonylamino,
C_{1-8} alkylsulfonylamino C_{1-6} alkyl,
arylsulfonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylsulfonylamino,
aryl C_{1-6} alkylsulfonylamino C_{1-6} alkyl,
C_{1-8} alkoxycarbonylamino,
C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
aryloxycarbonylamino C_{1-8} alkyl,
aryl C_{1-8} alkoxycarbonylamino,
aryl C_{1-8} alkoxycarbonylamino C_{1-8} alkyl,
C_{1-8} alkylcarbonylamino C_{1-6} alkyl,
arylcarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylcarbonylamino,
aryl C_{1-6} alkylcarbonylamino C_{1-6} alkyl,
aminocarbonylamino C_{1-6} alkyl,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino C_{1-6} alkyl,
$(aryl)_p$aminocarbonylamino C_{1-6} alkyl,
arylaminocarbonylamino,
(aryl C_{1-8} alkyl$)_p$aminocarbonylamino,
(aryl C_{1-8} alkyl$)_p$aminocarbonylamino C_{1-6} alkyl,
aminosulfonylamino C_{1-6} alkyl,

$(C_{1-8}$ alkyl$)_p$aminosulfonylamino,
$(C_{1-8}$ alkyl$)_p$aminosulfonylamino C_{1-6} alkyl,
(aryl$)_p$aminosulfonylamino C_{1-6} alkyl,
(aryl C_{1-8} alkyl$)_p$aminosulfonylamino,
(aryl C_{1-8} alkyl$)_p$aminosulfonylamino C_{1-6} alkyl,
C_{1-6} alkylthiocarbonylamino,
C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl,
arylthiocarbonylamino C_{1-6} alkyl,
aryl C_{1-6} alkylthiocarbonylamino,
aryl C_{1-6} alkylthiocarbonylamino C_{1-6} alkyl, and
C_{7-20} polycyclyl C_{0-8} alkylsulfonylamino.

Claim 49 (Original) The compound of Claim 48 wherein R^5, R^6, and R^8 are each hydrogen and R^7 is selected from the group consisting of
hydrogen,
aryl,
C_{1-8} alkylcarbonylamino,
aryl C_{1-6} alkylcarbonylamino,
arylcarbonylamino,
C_{1-8} alkylsulfonylamino,
aryl C_{1-6} alkylsulfonylamino,
arylsulfonylamino,
C_{1-8} alkoxycarbonylamino,
aryl C_{1-8} alkoxycarbonylamino,
arylaminocarbonylamino,
$(C_{1-8}$ alkyl$)_p$aminocarbonylamino,
(aryl C_{1-8} alkyl$)_p$aminocarbonylamino,
$(C_{1-8}$ alkyl$)_p$aminosulfonylamino, and
(aryl C_{1-8} alkyl$)_p$aminosulfonylamino.

Claim 50 (Original) The compound according to Claim 49 wherein R^9 is selected from the group consisting of hydrogen, methyl, and ethyl.

Claim 51 (Original) The compound according to Claim 50 wherein R^9 is hydrogen.

Claim 52 (Original) The compound of Claim 44 which is:

3-[5-(2-Amino-pyrimidin-4-yl)-pentanoylamino]-3(S)-(quinolin-3-yl)-propionic acid;
and the pharmaceutically acceptable salts thereof.

Claim 53 (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 41 and a pharmaceutically acceptable carrier.

Claim 54 (Original) The composition of Claim 53 which further comprises an active ingredient selected from the group consisting of

a) an organic bisphosphonate or a pharmaceutically acceptable salt or ester thereof,
b) an estrogen receptor modulator,
c) a cytotoxic/antiproliferative agent,
d) a matrix metalloproteinase inhibitor,
e) an inhibitor of epidermal-derived, fibroblast-derived, or platelet-derived growth factors,
f) an inhibitor of VEGF,
g) an inhibitor of Flk-1/KDR, Flt-1, Tck/Tie-2, or Tie-1,
h) a cathepsin K inhibitor, and
i) a farnesyl transferase inhibitor or a geranylgeranyl transferase inhibitor or a dual farnesyl/geranylgeranyl transferase inhibitor;
and mixtures thereof.

Claim 55 (Original) The composition of Claim 54 wherein said active ingredient is selected from the group consisting of

a) an organic bisphosphonate or a pharmaceutically acceptable salt or ester thereof,
b) an estrogen receptor modulator, and
c) a cathepsin K inhibitor;
and mixtures thereof.

Claim 56 (Original) The composition of Claim 55 wherein said organic bisphosphonate or pharmaceutically acceptable salt or ester thereof is alendronate monosodium trihydrate.

Claim 57 (Original) The composition of Claim 54 wherein said active ingredient is selected from the group consisting of

a) a cytotoxic/antiproliferative agent,
b) a matrix metalloproteinase inhibitor,
c) an inhibitor of epidermal-derived, fibroblast-derived, or platelet-derived growth factors,
d) an inhibitor of VEGF,
e) an inhibitor of Flk-1/KDR, Flt-1, Tck/Tie-2, or Tie-1, and
f) a cathepsin K inhibitor;
and mixtures thereof.

Claim 58 (Original) A method of eliciting an integrin receptor antagonizing effect in a mammal in need thereof, comprising administering to the mammal a therapeutically effective amount of a compound according to Claim 41.

Claim 59 (Original) The method of Claim 58 wherein the integrin receptor antagonizing effect is an $\alpha v\beta 3$ antagonizing effect.

Claim 60 (Original) The method of Claim 59 wherein the $\alpha v\beta 3$ antagonizing effect is selected from the group consisting of inhibition of bone resorption, restenosis, angiogenesis, diabetic retinopathy, macular degeneration, inflammation, viral disease, tumor growth, and metastasis.

Claim 61 (Original) The method of Claim 60 wherein the $\alpha v\beta 3$ antagonizing effect is the inhibition of bone resorption.

Claim 62 (Original) A method of inhibiting bone resorption in a mammal in need thereof, comprising administering to the mammal a therapeutically effective amount of the composition of Claim 53.

Claim 63 (Original) A method of inhibiting bone resorption in a mammal in need thereof, comprising administering to the mammal a therapeutically effective amount of the composition of Claim 55.